

Item: Board of Governors Minutes, June 2010
Call Number: UA-1

Additional Notes:

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BOARD OF GOVERNORS

Approved Minutes of the Meeting (Open Session) held on Tuesday, June 22, 2010 at 3:00 p.m. University Hall, Macdonald Building

MEMBERS PRESENT: Jim Spatz (Chair), Jay Abbass, Michelle Awad, William (Bill) Black, Nancy Barkhouse, Andrew Bennett, Robert Chisholm, Janet Conrad, Fred Fountain (Chancellor), Lloyd Fraser, Lynn Irving, Nancy MacCready-Williams, Stan Spavold, Lawrence Stordy, Chris Saulnier, Bruce Towler, Tom Traves, Jim Wilson and Susan Brousseau (University Secretary)

REGRETS: Jamie Baillie, Wadih Fares, Adam Harris, Sarah MacDonald, George McLellan, Chris Smith, Jennifer Smith, Gail Tomblin Murphy and Bonnie Neuman (Vice-President Student Services)

NON-MEMBERS: Ken Burt (Vice-President Finance and Administration), Martha Crago (Vice-President Research), Floyd Dykeman (Vice-President External), Alan Shaver (Vice-President Academic & Provost), Carolyn Watters (Incoming Acting Vice-President Academic & Provost), and Erin McMahon (Minute Taker)

1. Approval of the Agenda

Moved by N. MacCready Williams, seconded by J. Spatz:

THAT the agenda be approved as presented.

The motion CARRIED.

2. Presentation of Environmental Health and Safety Award

J. Spatz, Chair of the Board, and T. Traves, President, presented the 2010 Environmental Health and Safety Award to Facilities Management staff from Custodial Services, Security, Trades and Central Stores for their planning and effective responses to the potential threat presented by the H1N1 influenza virus.

3. Consent Agenda

No requests were received to move items from the Consent Agenda to the Regular Agenda.

Moved by J. Wilson, seconded by B. Towler:

THAT items 3.1-3.5 be approved by Consent.

The motion CARRIED.

3.1 Approval of Minutes of the Meeting of April 20, 2010

Motion: **THAT the minutes of the meeting held on April 20, 2010 be approved as circulated.**

Approved by *Consent*.

3.2 Board of Governors Appointments/Reappointments

Motion: **THAT the Board of Governors, on the recommendation of the Governance Committee, approve the nominations of William (Bill) Black, Robert Chisholm, Jim Spatz and Lawrence (Larry) Stordy for recommendation to the Governor-in-Council for reappointment to the Board of Governors of Dalhousie University for a three-year term from July 1, 2010 – June 30, 2013.**

Approved by *Consent*.

Motion: **THAT the Board of Governors, on the recommendation of the Governance Committee, approve the nomination of Joyce Carter for recommendation to the Governor-in-Council for appointment to the Board of Governors of Dalhousie University for a three-year term from July 1, 2010 – June 30, 2013.**

Approved by *Consent*.

3.3 Appointment of Board Officers and Committee Members

Motion: **THAT the Board of Governors, on the recommendation of the Governance Committee, approve the appointment of the following Officers of the Board of Governors of Dalhousie University for a one-year term from July 1, 2010 – June 30, 2011:**

Chair	Jim Spatz
Vice-Chair	Bill Black
Honorary Secretary	Nancy MacCready-Williams
Honorary Treasurer	Lawrence Stordy
President	Tom Traves

Approved by *Consent*.

Motion: **THAT the Board of Governors, on the recommendation of the Governance Committee, approve the appointment of the following Chairs of the Board Standing Committees for a one-year term from July 1, 2010 – June 30, 2011:**

Academic Affairs and Research Committee	Bill Black
Audit Committee	Chris Smith
Executive Committee	Jim Spatz
Governance Committee	Lawrence Stordy
Human Resources Committee	Nancy MacCready-Williams
Investment Committee	Stan Spavold
Operations Committee	Robert Chisholm
Steering Committee	Jim Spatz
Student Experience Committee	Jim Wilson

Approved by *Consent*.

Motion: THAT the Board of Governors, on the recommendation of the Governance Committee, approve the appointment of members to the Board Standing Committees for a one-year term from July 1, 2010 – June 30, 2011 as presented on the attached list dated June 22, 2010 [attached as Appendix A].

Approved by Consent.

Motion: THAT the Board of Governors, on the recommendation of the Governance Committee, approve the appointment of Ronald A. Pink, Q.C. as the Dalhousie Faculty Association representative on the Pension Trust Fund and Retirees Trust Fund until June 30, 2012.

Approved by Consent.

3.4 Dalhousie University Foundation Appointments

Motion: THAT, on the recommendation of the Governance Committee, the Board of Governors approve the nomination of Lawrence Stordy and Tom Traves as the two members recommended to the Governor in Council for appointment to the Dalhousie University Foundation for a three-year term from July 1, 2010 to June 30, 2013.

Approved by Consent.

3.5 Appointment of Auditors for 2010-2011

Motion: THAT, based on the recommendation of the Audit Committee, the Board of Governors approve the appointment of Ernst & Young as auditors of the University for the year ending March 31, 2011.

Approved by Consent.

4. Business Arising from the Minutes

There were no matters arising from the Minutes.

5. Chair's Report

Jim Spatz welcomed new student Board member, Chris Saulnier, who was attending his first Board meeting, and the new Dalhousie Faculty Association Observer for 2010-11, DFA President Carrie Dawson. He noted that four Board members have been named again this year in Atlantic Business Magazine's Top 50 CEOs for 2010: Jamie Baillie, Wadih Fares, Nancy-MacCready-Williams, and Jim Spatz.

Dr. Spatz thanked retiring Board member, Bruce Towler, an Order-in-Council appointee for the past nine years, for his dedicated service to the Board and the University and, on behalf of the Board, presented him with a token of appreciation.

6. President's Report

T. Traves reported briefly on the past year, noting that despite the challenges resulting from the current economic climate and the pension deficit issues, 2009-10 has been a tremendous year for the University. Dalhousie has much to celebrate, including growth in enrolment numbers, research funding and donations, and an active program of campus construction and renewal.

Dr. Traves provided updates on a number of matters, including the pension plan discussions that have been on-going over the past year, the release of the final draft of the University's strategic plan document, and anticipated discussions with the provincial government on a new memorandum of understanding respecting future operating grants and tuition levels. The President informed the Board that the University's efforts to secure new pension arrangements with employee groups had been unsuccessful for now and this fact was now reflected in the budget in a major increase in the operating budget for University pension contributions. The next two years are likely to bring some major financial challenges, but he remains committed to a course of innovation that will move Dalhousie forward in its goal to become Canada's best university.

Dr. Traves thanked Dr. Alan Shaver for his valuable leadership and service to the University over the last several years, and thanked Board members for their commitment to and support of the University.

7. Dalhousie Student Union President's Report

C. Saulnier referred members to his written report and noted a number of recent highlights, including the anticipated resolution of several issues around the new Grad House, and the involvement of the DSU in the Homecoming activities planned for October.

T. Traves expressed his appreciation to Mr. Saulnier for the current orientation of DSU initiatives toward community goals, noting in particular the DSU's current involvement in Homecoming and the United Way campaign.

8. Items for Decision

8.1 2009-10 Budget Report

R. Chisholm reported on the results for the 2009-10 year. He noted that the University ended the year with an overall operating surplus of \$4.1 million which was largely generated from higher than anticipated tuition revenue and lower energy costs. This surplus has been appropriated and will be available on a one-time only basis in 2010-11 and beyond for strategic initiatives.

8.2 2009-10 Audited Financial Statements

L. Stordy and B. Towler presented the 2009-2010 audited financial statements.

Moved by B. Towler, seconded by M. Awad:

THAT the Board of Governors, on the recommendation of the Audit Committee, approve the audited Financial Statements of the University for the year ended March 31, 2010.

The motion CARRIED.

8.3 BAC Report XLIII/2010-2011 Budget Approval

A. Shaver and K. Burt presented the BAC Report XLIII. A. Shaver provided some context for the 2010-11 budget model noting that the framework was significantly affected by the current pension plan issues. Other highlights include the decision to continue to generate strategic initiatives funding within the budget this year, although the amount is less than originally proposed (just over \$5 million with a carry-over of over \$4 million for a total of about \$9 million). The other component of balancing the budget is a BAC cut to academic and administrative units. Overall, the report presents a standard budget model which is very similar to that presented in previous years, with the exception of the measures to deal with the constraints created by the pension issues.

K. Burt reviewed the recent developments in pension plan discussions, reporting that two proposals went forward from the Ad Hoc Committee on Pension Sustainability (ACOPS) to the Pension Advisory Committee (PAC). Neither was approved by PAC and therefore these could not be submitted to the employee groups. Mr. Burt and Dr. Shaver noted the impact that these circumstances and the solvency relief (in the form of a one-year exemption), have on the 2010-11 operating budget as well as on planning for 2011-12. In looking forward, if enrolment remains where it is, and government funding under a new Memorandum of Understanding remains the same, then there will be serious financial decisions to be made to find the \$15 pension shortfall. Even if this is distributed over three years, this will effectively mean \$5 million per year for three years.

T. Traves commented that the University sought, over the course of this past year, to build towards a deeper understanding within the employee groups of the serious governance issues within the current pension plan structure. Unfortunately, the goal of reaching agreement on change was not achieved and this means that there will be substantial pain in terms of cuts to the operating budget. Over time, this impact will clearly change consciousness regarding the pension plan problems. The University hopes that the parties can come back to these discussions, but it may take a year or two for progress to be made. There is no alternative, however, but to continue to try and move forward.

R. Chisholm then presented the proposed 2010-11 budget for approval. Highlights of the budget document include an increase of \$18.7 million in the provincial operating grant under the Memorandum of Understanding with the Province of Nova Scotia, the projection for increased tuition revenue of \$5.2 million through anticipated enrolment growth, and an increase of \$3.1 million in funding for student assistance (comprised of \$2.6 million from the expanded provincial bursary program, increased operating budget support of \$184,000 and an increase of \$343,000 in endowment funding for new scholarships and bursaries). Base budget reallocations of \$3.4 million will be applied to Faculty and unit budgets for the coming year. A total of \$9.3 million is designated for strategic initiatives expenditures in 2010-11.

Moved by R. Chisholm, seconded by L. Irving:

THAT the Board of Governors, on the recommendation of the Operations Committee, approve the 2010-2011 Operating Budget with revenues and expenditures each of \$316,450,000.

The motion CARRIED.

8.4 Auxiliary Fee Proposal (Dentistry)

R. Chisholm introduced the proposed increased Auxiliary Fee for the Faculty of Dentistry. In response to questions, it was noted that this increase would apply to students currently enrolled in the Dental School. The increase is pro-rated based on the year a student is in and the perceived benefits they will receive from the new equipment and other expenditures.

Moved by R. Chisholm, seconded by J. Abbass:

THAT the Board of Governors, on the recommendation of the Operations Committee, approve the increase in the Dentistry Auxiliary fees as presented. The fee increase will be phased in over three years beginning in 2010-11 and will be fully implemented by 2012-13 for all Dentistry students and by 2011-12 for all Dental Hygiene students.

Dentistry program:

Plan B: Graduated increase over three academic years:

DDS1 - \$15,506 (up from \$10,700)

DDS2 - \$12,799 (up from \$9100)

DDS3 - \$9,372 (up from \$6777)

DDS4 - \$9.138 (up from \$6543)

Dental Hygiene program:

Plan B: Graduated increase over two academic years:

DH1 - \$8,623 (up from \$4,810)

DH2 - \$5,577 (up from \$1,409)

The motion CARRIED.

8.5 Capital Project Financing – LSRI and NAB

R. Chisholm presented the motion to approve the proposal to borrow external funding in order to finance the completion of the New Academic Building and the Life Science Research Institute. K. Burt provided a brief update on a number of active projects, including the New Academic Building, the Life Sciences Research Institute, the expansion of the Tupper link and the Life Sciences Centre renewal project.

Moved by R. Chisholm, seconded by A. Bennett:

THAT the Board of Governors, on the recommendation of the Operations Committee, authorize and direct the President and Vice-President Finance & Administration to borrow up to \$43 million as required for the funding of the New Academic Building, and the Life Science Research Institute Building and, in accordance with the Document Execution/Contract Signing Authority Policy, to take all such actions to execute and deliver such agreements, instruments and documents in writing and to do so all such acts and things in their opinion may be necessary or desirable in the name and on behalf of the University of otherwise to give effect to this Resolution.

The motion CARRIED.

8.6 Pension Plan Amendments

N. MacCready-Williams presented the proposed amendments to the Dalhousie University Staff Pension Plan to revise, re-organize, and clarify provisions of Rule 13 "Contributions" and to establish a Section 13A in respect of Past Service Contributions. She noted that these amendments are simply "house-keeping" changes as described in the materials and are not related to the more significant concerns with the pension plan. These changes were previously approved by the employee groups whose members participate in the pension plan and are recommended by the Pension Advisory Committee and the Board Human Resources Committee.

Moved by N. MacCready Williams, seconded by R. Chisholm:

THAT the Board of Governors, on the recommendation of the Human Resources Committee, approve an amendment to the Dalhousie University Staff Pension Plan to revise, re-organize, and clarify provisions of Rule 13 "Contributions" and to establish a Section 13A in respect of Past Service Contributions.

The motion CARRIED.

9. Governance Matters

9.1 Board Committees – Review of Terms of Reference

B. Towler presented the proposed revised terms of reference for several of the Board standing committees, noting that these changes resulted from a regular review initiated by the Governance Committee earlier this year. He briefly highlighted the more significant overhaul of the terms of reference for the Human Resources Committee which will have increased oversight responsibilities in several areas including collective bargaining and review and approval of senior administrative compensation. Reviews of the terms of reference for one or two other committees are still to be completed and other revisions will likely come forward in the fall.

Moved by B. Towler, seconded by M. Awad:

THAT the Board of Governors, on the recommendation of the Governance Committee, approve the amendment of the terms of reference of each of the following Standing Committees as presented, such amendments to be effective as of July 1, 2010: Academic Affairs and Research, Audit, Governance, Human Resources, Steering and Student Experience.

The motion CARRIED.

10. Items for Information

10.1 Board Standing Committee Reports

J. Spatz noted that the annual reports of the Standing Committees were distributed in the agenda package and invited Board Chairs to comment on their reports. Committee Chairs briefly summarized matters considered by their committees, highlighted plans going forward and expressed their thanks to staff who support the committees for their work over the year. The reports were received for information.

IN CAMERA SESSION

The Board moved to an *in camera* session. During this session the following resolution was approved:

THAT the Board of Governors, on the recommendation of the President, approve the naming of the New Academic Building as the Mona Campbell Building.

Adjournment

The meeting adjourned at 6:10 p.m.

Appendix A

BOARD OF GOVERNORS 2010-2011 Standing Committee Membership

Executive Committee:

Composition: No more than twelve members of the Board, including the Board Chair, the Vice-Chair, the Honorary Secretary, the Honorary Treasurer, the University President, the Chair of the University Senate, the President of the Dalhousie Student Union, the Chairs of the following Board Committees: Academic Affairs & Research, Human Resources, Operations, and Student Experience. Additional members can be added from time to time as needed.

Members: Jim Spatz, Chair
 Bill Black (Vice-Chair; Chair, Academic Affairs and Research Committee)
 Nancy MacCready-Williams (Honorary Secretary; Chair, Human Resources)
 Larry Stordy (Honorary Treasurer)
 Tom Traves (President)
 Lloyd Fraser (Chair of Senate)
 Chris Saulnier (President of Dalhousie Student Union)
 Robert Chisholm (Chair, Operations Committee)
 Jim Wilson, (Chair, Student Experience Committee)

Non-Voting: Susan Brousseau (University Secretary)

Steering Committee:

Composition: Not less than five members of the Board, including the Board Chair, Vice-Chair, Honorary Secretary, Honorary Treasurer and President. Additional members can be added as needed. The Vice-Presidents meet as part of the Steering Committee on a regular basis.

Members: Jim Spatz, Chair
 Bill Black (Vice-Chair)
 Nancy MacCready-Williams (Honorary Secretary)
 Larry Stordy (Honorary Treasurer)
 Tom Traves (President)
 Ken Burt (VP Finance & Administration)
 Martha Crago (VP Research)
 Floyd Dykeman (VP External)
 Bonnie Neuman (VP Student Services)
 Alan Shaver (VP Academic & Provost)

Non-voting: Susan Brousseau (University Secretary)

Academic Affairs & Research Committee:

Composition: Not less than six members of the Board, including the Chair of Senate, a Senate Board member, and a Student Board member; *ex officio* members are the Board Chair and President.

Members: Bill Black, Chair
Nancy Barkhouse (External Board member)
Joyce Carter (External Board member)
Lloyd Fraser (Chair of Senate)
Nancy MacCready-Williams (External Board member)
Jennifer Smith (Senate Board member)
Janet Conrad (Student Board member)
Adam Harris (Student Board member)

Ex officio: Jim Spatz (Board Chair)
Tom Traves (President)

Non-voting: Martha Crago (VP Research)
Alan Shaver (VP Academic & Provost)
Susan Spence Wach (Associate VP Academic Programs)
Susan Brousseau (University Secretary)

Audit Committee:

Composition: Not less than five members including members of the Board and members of the general public; *ex officio* members are the Board Chair and President. The Committee Chair shall be an External Board member.

Members: Chris Smith, Chair
Jay Abbass (External Board member)
Joyce Carter (General Public)
Larry Stordy (External Board member)
Louise Upton (General Public)

Ex officio: Jim Spatz (Board Chair)
Tom Traves (President)

Non-voting: Ken Burt (VP Finance & Administration)
Ian Nason (Assistant VP Financial Services)
Darrell Cochrane (Controller)
Margaret Sterns (Director of Internal Audit Services)
Sonya Fraser (External Audit Partner)
Susan Brousseau (University Secretary)

<u>Governance Committee:</u>	
Composition: Board Chair, Board Vice-Chair, President and three additional members of the Board.	
Members:	Larry Stordy, Chair Jim Spatz (Board Chair) Tom Traves (President) Bill Black (Board Vice Chair) Jamie Baillie (External Board member) George MacLellan (External Board member)
Non-voting:	Floyd Dykeman (VP External) Susan Brousseau (University Secretary)
<u>Human Resources Committee:</u>	
Composition: Not less than four external members of the Board; ex officio members are the Board Chair and President. Membership may include members of the general public who are not Board members.	
Members:	Nancy MacCready-Williams, Chair Michelle Awad (External Board member) Andrew Bennett (External Board member) Sarah MacDonald (External Board member) Jim Wilson (External Board member)
Ex officio:	Jim Spatz (Board Chair) Tom Traves (President)
Non-voting:	Ken Burt (VP Finance & Administration) Alan Shaver (VP Academic & Provost) Katherine Sheehan Assistant VP Human Resources) Susan Brousseau (University Secretary)
<u>Investment Committee:</u>	
Composition: Not less than three members of the Board, one nominee of Senate, at least one member not otherwise affiliated with the University; ex officio members are the Board Chair, President and Vice-President Finance and Administration.	
Members:	Stan Spavold, Chair George McLellan (External Board member) Chris Smith (External Board member) Iraj Fooladi (Senate nominee) Paul Conrad (General Public)
Ex officio:	Jim Spatz (Board Chair) Tom Traves (President) Ken Burt (VP Finance & Administration)

Non-voting:	Ian Nason (Assistant VP Financial Services) Colin Spinney (Treasurer) Heather Cooke (Investment Consultant) Susan Brousseau (University Secretary)
<u>Operations Committee:</u>	
Composition: Not less than five members of the Board; ex officio members are the Board Chair and President. Membership may include members of the general public who are not Board members.	
Members:	Robert Chisholm (Chair) Jamie Baillie (Vice-Chair) Jay Abbass (External Board member) Michelle Awad (External Board member) Wadih Fares (External Board member) Lynn Irving (External Board member) Chris Saulnier (Student Board member) Stan Spavold (External Board member)
Ex officio:	Jim Spatz (Board Chair) Tom Traves (President)
Non-voting:	Ken Burt (VP Finance & Administration) Floyd Dykeman (VP External) Ian Nason (Assistant VP Financial Services) Jeff Lamb (Assistant VP Facilities Management) Susan Robertson (Manager of Budgets & Financial Analysis) Susan Brousseau (University Secretary)
<u>Student Experience Committee:</u>	
Composition: Not less than five members of the Board, at least two of whom are Student Board members; ex officio members are the Board Chair and President. Membership may include members of the general public who are not Board members.	
Members:	Jim Wilson (External Board member) (Chair) Nancy Barkhouse (External Board member) Robert Chisholm (External Board member) Lynn Irving (External Board member) Gail Tomblin Murphy (Senate Board member) Janet Conrad (Student Board member) Adam Harris (Student Board member) Chris Saulnier (Student Board member)
Ex officio:	Jim Spatz (Board Chair) Tom Traves (President)
Non-voting:	Bonnie Neuman (VP Student Services) Susan Brousseau (University Secretary)
Resources:	Heather Sutherland (Executive Director, Student Community Services)

	Pat DeMeo (Executive Director, Student Academic Success Services) (Note: Bill Hart – Acting Executive Director for 2010-11) Marc Braithwaite (Executive Director, Student Wellness Services) Verity Turpin (Director of Director of Student Services (Finance and Administration)) Jeff Lamb (Assistant VP Facilities Management)
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Other Committees (members appointed by Board of Governors)

<u>Pension Trust Fund (PTF):</u>	
Composition: Not less than three members of the Board of Governors, one nominee of Senate, one nominee of the Dalhousie Faculty Association, at least one member not otherwise affiliated with the University, the President and the Vice-President Finance and Administration.	
Members:	Term:
Span Spavold, Chair (Board of Governors)	July 1, 2009 – June 30, 2011
George McLellan (Board of Governors)	July 1, 2009 – June 30, 2012
Chris Smith (Board of Governors)	July 1, 2008 - June 30, 2011
Iraj Fooladi (Senate)	July 1, 2009 – June 30, 2012
Ron Pink (Dalhousie Faculty Association)	June 22, 2010 – June 30, 2012
Paul Conrod (General Public)	July 1, 2008 – June 30, 2011
Tom Traves (President)	<i>Ex officio</i>
Ken Burt (Vice-President, Finance & Administration)	<i>Ex officio</i>
<u>Retirees Trust Fund (RTF):</u>	
Composition: Not less than three members of the Board of Governors, one nominee of Senate, one nominee of the Dalhousie Faculty Association, at least one member not otherwise affiliated with the University, the President and the Vice-President Finance and Administration.	
Members:	Term:
Stan Spavold, Chair (Board of Governors)	July 1, 2009 – June 30, 2011
George McLellan (Board of Governors)	July 1, 2009 – June 30, 2012
Chris Smith (Board of Governors)	July 1, 2008 – June 30, 2011
Iraj Fooladi (Senate)	July 1, 2009 – June 30, 2012
Ron Pink (Dalhousie Faculty Association)	June 22, 2010 – June 30, 2012
David Cameron (Retiree)	July 1, 2009 – June 30, 2012
Paul Conrod (General Public)	July 1, 2008 – June 30, 2011
Tom Traves (President)	<i>Ex officio</i>
Ken Burt (Vice-President, Finance & Administration)	<i>Ex officio</i>